

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Re: Docket Nos. 150, 151, 654, 655, 894, 895,
925, 926, 957, 958, 995, & 996**

**NOTICE OF FILING OF
BLACKLINES OF FIFTH AMENDED (I) JOINT
CHAPTER 11 PLAN OF FRANCHISE GROUP, INC.
AND ITS AFFILIATED DEBTORS AND (II) DISCLOSURE
STATEMENT FOR THE FIFTH AMENDED JOINT CHAPTER 11
PLAN OF FRANCHISE GROUP, INC. AND ITS AFFILIATED DEBTORS**

PLEASE TAKE NOTICE that, on November 11, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors* [Docket No. 150] (as amended, supplemented, or modified from time to time, the “Plan”) and the *Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors* [Docket No. 151] (as amended, supplemented, or modified from time to time, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors filed amended versions of the Plan

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

and the Disclosure Statement on January 3, 2025 [Docket Nos. 654 and 655], February 3, 2025 [Docket Nos. 894 and 895], February 5, 2025 [Docket Nos. 925 and 926], and February 12, 2025 [Docket Nos. 957 and 958] (respectively, the “Fourth Amended Plan” and the “Fourth Amended Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that, on February 18, 2025, the Debtors filed a further amended Plan [Docket No. 996] (the “Fifth Amended Plan”) and a further amended Disclosure Statement [Docket No. 995] (the “Fifth Amended Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that a blackline comparing the Fourth Amended Plan and the Fifth Amended Plan is attached hereto as **Exhibit 1**, and a blackline comparing the Fourth Amended Disclosure Statement and the Fifth Amended Disclosure Statement is attached hereto as **Exhibit 2**.

PLEASE TAKE FURTHER NOTICE THAT the Debtors reserve all rights to further amend, supplement, or otherwise modify the Plan and the Disclosure Statement.

PLEASE TAKE FURTHER NOTICE THAT copies of the Plan, the Disclosure Statement, and other related documents are available for inspection during regular business hours, excluding federal holidays, at the office of the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, DE 19801. In addition, copies of the Plan and the Disclosure Statement may be obtained: (a) by visiting the Debtors’ chapter 11 case website: <https://cases.ra.kroll.com/FRG>; (b) upon written request via first class mail to the Debtors’ solicitation agent, Kroll Restructuring Administration LLC (the “Solicitation Agent”), at Franchise Group, Inc. Solicitation Processing Center, c/o Kroll Restructuring Administration LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232; (c) by contacting the Solicitation Agent via telephone at (844) 285-4564 (U.S./Canada) or +1 (646) 937-7751 (International); or (d) for a fee, from the Bankruptcy Court’s website, www.deb.uscourts.gov (a PACER account is required). A PACER login and password can be obtained through the PACER Service Center at <https://www.pacer.gov>.

[Signature Page Follows]

Dated: February 18, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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